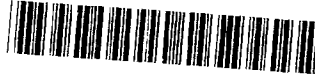


03-08-2005



RE

To The Honorable Commissioner of Patents a

102954714

and original documents or copy thereof

1. Name of conveying party(ies):
Fragomen, Del Rey, Bernsen & Loewy, P.C.

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 16, 2004

2. Name and address of receiving party(ies):

Name: Fragomen and Associates, P.C.

Internal Address: _____

Street Address: 515 Madison Avenue

City: New York State: NY

Zip: 10022

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 Other _____

If assignee is not domiciled in the United States, a domestic Representative designation is attached: Yes No

Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No(s).
75/789660
75/789658

B. Trademark Registration No(s).

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert M. Kunstadt, Esq.
R. KUNSTADT, P.C.
Street Address: 729 Seventh Avenue
New York, NY 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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02 FC:8522

40.00 OP
25.00 OP

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Certificate of Merger
of
FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C.
into
FRAGOMEN AND ASSOCIATES, P.C.

Under Section 907 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation," is Fragomen and Associates, P.C. The jurisdiction of its incorporation is Minnesota; and the date of its incorporation therein is June 9, 2004.

The Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on June 22, 2004.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is Fragomen, Del Rey, Bernsen & Loewy, P.C. and the name under which it was formed is Elmer Fried, P.C. The date upon which its certificate of incorporation was filed by the Department of State is July 25, 1972.

FOURTH: As to each constituent corporation, the plan of merger sets forth the

NY BC D--CERTIFICATE OF MERGER L/F D>F 08/13A/98-1 (#584)

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designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Fragomen and Associates, P.C.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	Common	Common

Fragomen, Del Rey, Bernsen & Loewy, P.C.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Voting Common	5,600	Voting Common	Voting Common
Non-Voting Common	1,200	Non-Voting Common	Non-Voting Common

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the vote of holders of outstanding shares of the corporation entitled to vote on the plan of merger under the certificate of incorporation, having not less than the minimum requisite proportion of votes and by the class vote of the holders of outstanding shares having not less than the minimum requisite proportion of votes of each class which are denied voting power under the certificate of incorporation but which are entitled to vote by class under paragraph (a) (2) of section 903 of the Business Corporation Law of the State of New York.

[Adapt the following for surviving foreign corporation.]

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged

2

constituent corporation to receive payment for their shares against the surviving constituent corporation.

EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: 515 Madison Avenue, New York, New York 10022.

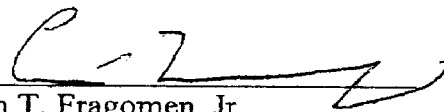
TENTH: All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated) through the anticipated date of merger has been filed by the constituent domestic corporation. The said estimated report is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report (final) and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by the constituent domestic corporation.

ELEVENTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the 30th day of June, 2004.

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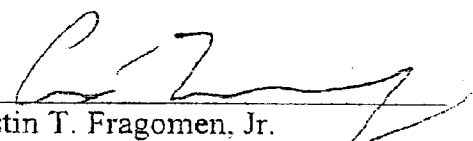
IN WITNESS WHEREOF, the Constituent Corporations have caused this Certificate of Merger to be executed by duly authorized persons this 16th day of June, 2004.

FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C.



Austin T. Fragomen, Jr.
President

FRAGOMEN AND ASSOCIATES, P.C.



Austin T. Fragomen, Jr.
President

F-040629000 689

CERTIFICATE OF MERGER

OF

FRAGOMEN, DEL REY, BERNSEN &
LOEWY, P.C.

INTO

FRAGOMEN AND ASSOCIATES, P.C.

Section 907 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

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